



March 22, 2017

BY ELECTRONIC FILING

David Furth, Deputy Bureau Chief
Public Safety and Homeland Security Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Extension of Irrevocable Letter of Credit for 800 MHz Band Reconfiguration, WT Docket No. 02-55

Dear Mr. Furth:

Sprint Corporation ("Sprint") is pleased to inform the Federal Communications Commission ("Commission") that it has extended the term of its 800 MHz Band Reconfiguration Irrevocable Letter of Credit ("800 MHz LOC") to February 3, 2021.¹ Extending the 800 MHz LOC assures that incumbent licensees that must retune, pursuant to the Commission's 800 MHz Reconfiguration Decision ("*800 MHz R&O*"), will have access to the funds necessary to retune their communications systems consistent with the provisions of the *800 MHz R&O*.² The 800 MHz LOC had been set to expire on February 19, 2018.

On March 7, 2005, Sprint submitted a series of documents and certifications pursuant to paragraph 344 of the *800 MHz R&O* demonstrating that it had secured access to a \$2.5 billion irrevocable 800 MHz LOC. Sprint does not use the 800 MHz LOC for the day-to-day payment of expenses incurred by incumbents and/or their vendors and suppliers for 800 MHz Reconfiguration; rather, the Commission requires Sprint to maintain the 800 MHz LOC as a

¹ The 800 MHz Letter of Credit is part of Sprint's overall revolving credit facility now in place to February 2021. Sprint anticipates that 800 MHz reconfiguration will be completed well in advance of that date, at which point any remaining Letter of Credit reserved for the 800 MHz would be cancelled and would become available for other corporate purposes.

² See *Improving Public Safety Communications in the 800 MHz Band; Consolidating the 800 and 900 MHz Industrial/Land Transportation and Business Pool Channels*, Report and Order, Fifth Report and Order, Fourth Memorandum Opinion and Order, and Order, 19 FCC Rcd 14969, ¶ 344 (2004) ("*800 MHz R&O*"), as amended by Erratum, WT Docket No. 02-55 (rel. Sep. 10, 2004); Second Erratum, 19 FCC Rcd 19651 (2004); Public Notice, "Commission Seeks Comment on Ex Parte Presentations and Extends Certain Deadlines Regarding the 800 MHz Public Safety Interference Proceeding," 19 FCC Rcd 21492 (2004); Third Erratum, 19 FCC Rcd 21818 (2004); Supplemental Order and Order on Reconsideration, 19 FCC Rcd 24708, ¶ 9 (2004) ("*Supplemental Order*"); and Erratum, WT Docket No. 02-55 (rel. Jan. 19, 2005).

stand-by funding mechanism or security against Sprint's unlikely default on these obligations. In other words, the 800 MHz LOC ensures that sufficient funds will be available to meet the retuning costs of 800 MHz incumbents required to retune under the Commission's band reconfiguration plan, notwithstanding any adverse change in Sprint's financial condition. To date, Sprint has paid all qualified incumbent retuning charges such that the Commission has not had to initiate any 800 MHz LOC draw downs.³

On three earlier occasions, first in early 2009⁴, in May 2010⁵, and March 2013⁶, Sprint worked with the 800 MHz LOC Issuing Banks to extend the term of the 800 MHz LOC, consistent with the duration of Sprint's then-existing credit facility. As part of the recent renegotiation of its overall revolving credit facility, Sprint again has pro-actively extended the term of the 800 MHz LOC.

The 800 MHz LOC continues to be held in escrow by JP Morgan Chase Bank, the Issuing Bank's administrative agent. The Issuing Banks have been reduced from five to three banks.⁷

Sprint greatly appreciates the efforts of the Commission and its staff throughout this proceeding. Sprint remains committed to working cooperatively with the Commission, its staff, and all involved parties to implement 800 MHz band reconfiguration and improve public safety communications in the 800 MHz band.

³ Sprint has paid 800 MHz incumbent retuning costs as incurred; accordingly, the Commission has reduced the 800 MHz LOC from \$2.5 billion to its current amount of \$165 million, consistent with the provisions of the *800 MHz R&O* and subsequent Commission decisions.

⁴ See Letter from James B. Goldstein, Director - Sprint Nextel Corporation to David Furth, Acting Bureau Chief, dated April 27, 2009, filed in WT Docket 02-55.

⁵ See Letter from James B. Goldstein, Director - Sprint Nextel Corporation to David Furth, Deputy Bureau Chief, dated May 27, 2010, filed in WT Docket 02-55.

⁶ See Letter from James B. Goldstein, Director - Sprint Nextel Corporation to David Furth, Deputy Bureau Chief, dated March 15, 2013, filed in WT Docket 02-55.

⁷ The three Issuing Banks are JP Morgan Chase Bank, N.A., Citibank, N.A., and Mizuho Bank, Ltd. The terms of the 800 MHz LOC are unchanged. A copy of the amendment is attached.

This letter is being filed electronically for inclusion in the public record of the above-referenced proceeding.

Respectfully submitted,

/s/ James B. Goldstein
James B. Goldstein
Senior Counsel
Sprint Corporation
900 7th Street, NW
Suite 700
Washington, DC 20001
(703) 433-4212
James.Goldstein@Sprint.com

Enclosure

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

FEB 3, 2017

L/C NO.: P-622662

ITEM NO: 0097

TO:
U.S. BANK NATIONAL ASSOCIATION, AS
TRUSTEE
1350 EUCLID AVENUE, 11TH FLOOR
CLEVELAND, OH 44115
ATTENTION: ELIZABETH THUNING

RE: AMENDMENT NO. 35

APPLICANT:
NEXTEL FINANCE COMPANY
2001 EDMUND HALLEY DRIVE
RESTON, VA 20191

LADIES AND GENTLEMEN:

REFERENCE IS MADE TO LETTER OF CREDIT NO. P-622662 (AS AMENDED PRIOR TO THE DATE HEREOF, THE 'LETTER OF CREDIT') ISSUED BY JPMORGAN CHASE BANK, N.A., CITIBANK, N.A., BANK OF AMERICA, N.A., BARCLAYS BANK PLC, WELLS FARGO BANK, N.A. AND DEUTSCHE BANK AG, NY BRANCH IN FAVOR OF U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE. TERMS DEFINED IN THE LETTER OF CREDIT ARE USED HEREIN AS DEFINED THEREIN.

THE LETTER OF CREDIT PROVIDES, INTER ALIA, THAT (I) AN ISSUING BANK MAY CEASE TO BE A PARTY THERETO, (II) A NEW BANK MAY BECOME A PARTY THERETO AND (III) THE LETTER OF CREDIT PERCENTAGE OF AN ISSUING BANK MAY CHANGE, SO LONG AS NO SUCH EVENT WILL REDUCE THE THEN AVAILABLE AMOUNT UNDER THE LETTER OF CREDIT. THE LETTER OF CREDIT FURTHER PROVIDES THAT PRIOR TO ANY SUCH CHANGES, JPMORGAN CHASE BANK, N.A. WILL PROVIDE PROMPT WRITTEN NOTICE THEREOF TO U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE AND THE COMMISSION.

THE LETTER CONSTITUTES NOTICE, PURSUANT TO TERMS OF THE LETTER OF CREDIT, THAT:

(I) THE FOLLOWING ENTITIES SHALL CEASE TO BE ISSUING BANKS ON AND AS OF

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

FEB 3, 2017

L/C NO.: P-622662

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TO:
U.S. BANK NATIONAL ASSOCIATION, AS
TRUSTEE
1350 EUCLID AVENUE, 11TH FLOOR
CLEVELAND, OH 44115
ATTENTION: ELIZABETH THUNING

THE DATE HEREOF:

- A. BANK OF AMERICA, N.A.
- B. BARCLAYS BANK, PLC
- C. DEUTSCHE BANK AG, AND
- D. WELLS FARGO BANK, N.A.

(II) THE FOLLOWING ISSUING BANKS SHALL CONTINUE TO BE ISSUING BANKS UNDER THE LETTER OF CREDIT AND EACH SUCH ISSUING BANK'S OBLIGATIONS SHALL CONTINUE TO BE SEVERAL AND NOT JOINT WITH EACH SUCH ISSUING BANK BEING OBLIGATED FOR THE MAXIMUM LETTER OF CREDIT AMOUNT AND LETTER OF CREDIT PERCENTAGES SET FORTH ON SUCH ISSUING BANK'S SIGNATURE PAGES HERETO:

- A. JPMORGAN CHASE BANK, N.A.,
- B. CITIBANK, N.A.,
- C. MIZUHO BANK, LTD.

IN ADDITION TO THE FOREGOING CHANGES, THE ULTIMATE EXPIRATION DATE IS EXTENDED TO FEBRUARY 3, 2021.

ALL OTHER TERMS AND CONDITIONS OF THE CREDIT REMAIN UNCHANGED.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK; SIGNATURE PAGES FOLLOW]

Maximum Letter of Credit Amount:

\$33,020,000.00

Letter of Credit Percentage: 20.0%

JPMORGAN CHASE BANK, N.A.

By: 

Name:

Title:

Tina Ruyter
Executive Director

This is a signature page by the above Issuing Bank to Letter of Credit No. P-622662 issued by JPMorgan Chase Bank, N.A.; Citibank, N.A.; and Mizuho Bank, Ltd. By execution of this signature page, the above Issuing Bank authorizes JPMorgan Chase Bank, N.A. to affix this signature page to such Letter of Credit to be delivered to the Beneficiary.

Maximum Letter of Credit Amount:

\$66,040,000.00

Letter of Credit Percentage: 40.0%

CITIBANK, N.A.

By: 

Name: Elizabeth Minella Gonzalez

Title: Vice President + Managing Director

This is a signature page by the above Issuing Bank to Letter of Credit No. P-622662 issued by JPMorgan Chase Bank, N.A.; Citibank, N.A.; and Mizuho Bank, Ltd. By execution of this signature page, the above Issuing Bank authorizes JPMorgan Chase Bank, N.A. to affix this signature page to such Letter of Credit to be delivered to the Beneficiary.

Maximum Letter of Credit Amount:

\$66,040,000.00

Letter of Credit Percentage: 40.0%

MIZUHO BANK, LTD.

By: 

Name: Nelson Rojas

Title: Director

This is a signature page by the above Issuing Bank to Letter of Credit No. P-622662 issued by JPMorgan Chase Bank, N.A.; Citibank, N.A.; and Mizuho Bank, Ltd. By execution of this signature page, the above Issuing Bank authorizes JPMorgan Chase Bank, N.A. to affix this signature page to such Letter of Credit to be delivered to the Beneficiary.

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Global Trade Services
131 South Dearborn, 5th Floor
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1350 EUCLID AVENUE, 11TH FLOOR
CLEVELAND, OH 44115
ATTENTION: ELIZABETH THUNING

ANNEX G IS AMENDED IN ITS ENTIRETY AS FOLLOWS:

ANNEX G
TO IRREVOCABLE STANDBY LETTER OF CREDIT NO.P-622662
CONTACT INFORMATION FOR ISSUING BANKS

BANK NAME

CONTACT INFORMATION

JPMORGAN CHASE BANK, N.A.
L/C REFERENCE NUMBER P-622662

JPMORGAN CHASE BANK, N.A.
C/O JPMORGAN TREASURY SERVICES
GLOBAL TRADE SERVICES, 4TH FL
10420 HIGHLAND MANOR DRIVE
TAMPA, FLORIDA 33610
SWIFT: CHASUS33
ATTN: STEPHEN J. PERRY
PHONE: (813) 432-2676
FAX: (856) 294-5267
EMAIL: STEPHEN.J.PERRY@JPMCHASE.COM

CITIBANK, N.A.
L/C REFERENCE NO. 61638251

CITIBANK, N.A.
C/O CITIBANK NORTH AMERICA, INC.
3800 CITIBANK CENTER
BUILDING B, 4TH FLOOR
TAMPA, FLORIDA 33610
SWIFT: CITIUS33
ATTN: STANDBY LETTER OF CREDIT

DEPT.

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

FEB 3, 2017

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ITEM NO: 0097

TO:
U.S. BANK NATIONAL ASSOCIATION, AS
TRUSTEE
1350 EUCLID AVENUE, 11TH FLOOR
CLEVELAND, OH 44115
ATTENTION: ELIZABETH THUNING

PHONE: (813) 604-7203
FAX: (813) 604-7187
EMAIL: SONJA.HUDSON@CITIGROUP.COM

MIZUHO BANK, LTD.
L/C REFERENCE NO. 006296855

MIZUHO BANK, LTD.
HARBORSIDE FINANCIAL CENTER
1800 PLAZA TEN
JERSEY CITY, NEW JERSEY 07311
SWIFT: MHCBUS33
ATTN: MR. NELSON ROJAS, DIRECTOR
PHONE: 201-626-9169
FAX: 201-626-9938
EMAIL: NELSON.ROJAS@MIZUHOCBUS.COM

UPS CampusShip: View/Print Label

1. **Ensure there are no other shipping or tracking labels attached to your package.** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
2. **Fold the printed label at the solid line below.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
3. **GETTING YOUR SHIPMENT TO UPS**
Customers with a Daily Pickup
Your driver will pickup your shipment(s) as usual.

Customers without a Daily Pickup

Take your package to any location of The UPS Store®, UPS Access Point(TM) location, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the Resources area of CampusShip and select UPS Locations.

Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.

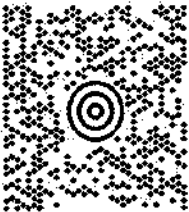


Hand the package to any UPS driver in your area.

UPS Access Point™
THE UPS STORE
235 W BRANDON BLVD
BRANDON, FL 33511

UPS Access Point™
THE UPS STORE
1971 W LUMSDEN RD
BRANDON, FL 33511

UPS Access Point™
THE UPS STORE
5470 E BUSCH BLVD
TAMPA, FL 33617

FOLD HERE

SUSAN PURVIS 913-432-6353 JPMORGAN CHASE #15800 10420 HIGHLAND MANOR DR TAMPA, FL 33610	0.0 LBS LTR	1 OF 1
SHIP TO: ATTN: ELIZABETH THUNING U.S. BANK NATIONAL ASSOCIATION 11TH FLOOR 1350 EUCLID AVENUE CLEVELAND OH 44115-1804		
	OH 441 9-01 	1
UPS NEXT DAY AIR TRACKING #: 1Z W05 R46 01 9807 6395		
		
BILLING: P/P		
Reference # 1: P-622662 CERTIFICATE NO: 35 CS 19.1.11 WNTES0 84,UA,01/2017		
